

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware

(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Pentos, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 8 4 - 3 3 9 5 6 8 4

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
212 Rome Street	
Number Street	Number Street
	P.O. Box
Newark NJ 07105	
City State ZIP Code	City State ZIP Code
Essex	Location of principal assets, if different from principal place of business
County	
	Number Street
	City State ZIP Code

5. Debtor's website (URL) www.aerofarms.com

Debtor <u>Pentos, LLC</u> <small>Name</small>	Case number (if known) _____
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6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. *Check one:*

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. *Check all that apply:*

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3 1 1 9

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. *Check all that apply:*

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor <u>Pentos, LLC</u> <small>Name</small>	Case number (if known) _____
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9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list. District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Annex 1 Relationship _____
 District Delaware When _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list. Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? *(Check all that apply.)*

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____

Number Street

City State ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor Pentos, LLC
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/08/2023
MM / DD / YYYY

 /s/ Guy Blanchard

Signature of authorized representative of debtor

Title President & CFO

Guy Blanchard

Printed name

Debtor Pentos, LLC
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Stuart M. Brown
Signature of attorney for debtor

Date 06/08/2023
MM / DD / YYYY

Stuart M. Brown, Esq.

Printed name

DLA Piper LLP (US)

Firm name

1201 North Market Street, Suite 2100

Number Street

Wilmington

City

(302) 468-5700

Contact phone

DE 19801

State ZIP Code

stuart.brown@us.dlapiper.com

Email address

4050

Bar number

DE

State

Annex 1

Pending Bankruptcy Cases Filed by the Debtors' Affiliates

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The Debtors moved for joint administration of their cases, with the lead case number assigned to the chapter 11 case of AeroFarms, Inc., a Delaware Certified B Corporation.

- AeroFarms, Inc.
- Just Greens, LLC
- AeroFarms 8, LLC
- VEGS2 QALICB, LLC
- AeroFarms Ferry, LLC
- AeroFarms LLC
- AeroFarms International Holdings, LLC
- Aerofarms Danville, LLC
- AeroFarms Danville Real Estate, LLC
- AeroFarms Danville Leasing, LLC
- VEGS 1 QALICB, LLC
- VEGS1 Leveraged Lender, LLC
- Oasis Development, LLC
- Pentos, LLC
- 212 Rome Fund Manager LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Pentos, LLC,

Debtor.

Chapter 11

Case No. 23-_____ ()

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1 the undersigned authorized officer of Pentos, LLC, the above-captioned debtor, hereby certifies that the following corporate entities, other than a governmental unit, own the specified percentage of Pentos, LLC's equity interests, as of the date hereof:

Equity Holder	Percentage of Total Equity
Just Greens, LLC	100% Membership Interest

Fill in this information to identify the case and this filing:

Debtor Name Pentos, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING — Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule* _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ *Other document that requires a declaration* Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/08/2023
MM / DD / YYYY

× /s/ Guy Blanchard
Signature of individual signing on behalf of debtor

Guy Blanchard
Printed name

President & CFO
Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Pentos, LLC,

Debtor.

Chapter 11

Case No. 23-_____ ()

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), Pentos, LLC hereby provides the following list of holders of equity interests:¹

Name and Address of Interest Holder	Kind of Interest	Percentage of Interest
Just Greens, LLC 212 Rome Street Newark, NJ 07105	Membership	100%

¹ The Debtor is requesting to limit its compliance with Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure by disclosing only those equity security holders that hold 5% or more of common shares or membership interests. *See Motion of the Debtors for Entry of an Order Authorizing the Debtors to (I) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (II) File a Consolidated List of the Debtors' Twenty Largest Unsecured Creditors, (III) Redact or Withhold Publication of Certain Personal Identification Information and (IV) Limiting Certain Equity Security Holdings Disclosures.*

Fill in this information to identify the case and this filing:

Debtor Name Pentos, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING — Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule* _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ *Other document that requires a declaration* List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/08/2023
MM / DD / YYYY

× /s/ Guy Blanchard
Signature of individual signing on behalf of debtor

Guy Blanchard
Printed name

President & CFO
Position or relationship to debtor

Debtor name AeroFarms, Inc. et al.,

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

Case No. (If known) _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 Ultimation Industries LLC Attn: Richard Canny 15935 Sturgeon St Roseville, MI 48066	Ultimation Industries LLC Tel: 586-771-1881 Email: rcanny@ultimation.net	Trade				\$428,702.67
2 Morgan Mechanical Contractors, Inc Attn: Matthew Morgan 204 W Stadium Dr Eden, NC 27288	Morgan Mechanical Contractors, Inc Tel: 336-623-0841 Email: mattmorgan@morganmech.com	Trade				\$267,190.31
3 Turatti SRL Attn: Enrico Garibaudo Via Regina Margherita, 52 Cavarzere, VE 30014 Italy	Turatti SRL Tel: +39-0426-310731 Email: enrico.gribaudo@turatti.com	Trade				\$149,080.25
4 Cabot Industrial Value Fund VI OP, LP Attn: Seppi Colloredo-Mansfeld P.O. Box 829763 Philadelphia, PA 19182-9763	Cabot Industrial Value Fund VI OP, LP Tel: 978-478-8547 Email: seppi@cabotprop.com	Trade				\$130,338.41
5 Constellation NewEnergy, Inc P.O. Box 4640 Carol Stream, IL 60197-4640	Constellation NewEnergy, Inc Tel: 844-636-3749	Trade				\$120,215.28

Debtor name AeroFarms, Inc.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6 Belmark Inc Attn: Robert Feldman P.O. Box 8814 Carol Stream, IL 60197-8814	Belmark Inc Tel: 920-336-2848 Email: robertf@belmark.com	Trade				\$115,801.20
7 CF Logistics, LLC Attn: Jim Rondini P.O. Box 789681 Philadelphia, PA 19178-9681	CF Logistics, LLC Tel: 610-268-5147 Email: jrondini@cflogisticsllc.com	Trade				\$110,917.75
8 Workforce Unlimited, LLC Attn: Christy Oakes 5200 77 Center Dr, Ste 300 Charlotte, NC 28217	Workforce Unlimited, LLC Tel: 434-251-0230 Email: coakes@wfunlimited.com	Trade				\$110,864.11
9 Industrial Fabricators of VA, Inc Attn: Scott Childress P.O. Box 518 Fishersville, VA 22939	Industrial Fabricators of VA, Inc Tel: 540-886-3837 Email: childresss@indfabovfa.com	Trade				\$105,281.10
10 Watson Electrical Construction Co LLC Attn: Justin Alexander 1305 S Park Dr Kernersville, NC 27284	Watson Electrical Construction Co LLC Tel: 336-516-3876 Email: jalexander@rankinmckenzie.com	Trade				\$103,890.00
11 City of Danville, Virginia Div of Central Collections, Utilities Attn: Jason Grey P.O. Box 3308 Danville, VA 24543-3308	City of Danville, Virginia Tel: 434-799-5270 Email: greyjc@danvilleva.gov	Trade				\$101,136.07

Debtor name AeroFarms, Inc.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
12 Shambaugh & Son LP Attn: Angie Perkey 7614 Opportunity Dr P.O. Box 1287 Ft Wayne, IN 46801	Shambaugh & Son LP Tel: 260-487-7915 Email: aperkey@shambaugh.com	Trade				\$100,581.67
13 ATL Transport Inc Attn: Matt Guler 1798 Montreal Circle, Ste 201 Tucker, GA 30084	ATL Transport Inc Tel: 770-939-1527 Email: matt.guler@atltransport.net	Trade				\$92,800.00
14 Easypak, LLC Attn: Chris Seebach 30 Jytek Dr Leominster, MA 01453	Easypak, LLC Tel: 201-214-3869 Email: chriseebach@yahoo.com	Trade				\$92,159.00
15 Holland Bio Products Attn: Werner Huisman Rondweg 27 Nijmegen, AR 6515 Netherlands	Holland Bio Products Tel: 31613198031 Email: werner@hollandbioproducts.com	Trade	Contingent			\$81,970.22
16 SGS North America Inc Attn: Jeffrey Nauseda P.O. Box 2502 Carol Stream, IL 60132-2502	SGS North America Inc Tel: 303-906-8420 Email: jeffrey.nauseda2@sgs.com	Trade				\$73,997.56
17 Mathand Attn: Chad Lowery 103 Smokehill Ln, Ste 130 Woodstock, GA 30188	Mathand Tel: 678-861-0097 Email: clowery@mathand.net	Trade				\$73,030.50

Debtor name AeroFarms, Inc.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
18 Seeds By Design Attn: Robb Bauman 311 Butte St, Ste J Willow, CA 95988	Seeds By Design Tel: 801-608-0380 Email: robb@mvseeds.com	Trade				\$68,283.08
19 Mohammed Ayedh AlShahrani & Saad Mansour AlMansour Law Firm Attn: Mohammed Ayed Burj Plus - 5th Fl, King Abdullah Rd P.O. Box 300002, Riyadh, 11372 Saudi Arabia	Mohammed Ayedh AlShahrani & Saad Mansour AlMansour Law Firm Tel: +966138139960 Email: muneeb.khan@shahranimansour.com	Trade				\$63,714.60
20 Ebm-Papst Inc Attn: Phil Volpe P.O. Box 416381 Boston, MA 02241-6381	Ebm-Papst Inc Tel: 609-213-9168 Email: phil.volpe@us.ebmpapst.com	Trade				\$61,490.00
21 Ductsox Corp Attn: Gerry Flores 8900 N Arbon Dr Milwaukee, WI 53223	Ductsox Corp Email: GFlores@ductsox.com	Trade				\$59,445.25
22 Sunbelt Rentals, Inc Attn: Jeff Huddleston P.O. Box 409211 Atlanta, GA 30384-9211	Sunbelt Rentals, Inc Tel: 434-221-9228 Email: jeff.huddleston@sunbeltrentals.com	Trade				\$58,235.28
23 BCG Management Resources (Aptean) Attn: Donna Mancinelli 4325 Alexander Dr Alpharetta, GA 30022	BCG Management Resources (Aptean) Tel: 201-724-6983 Email: donna.mancinelli@aptean.com	Trade				\$57,346.62

Debtor name AeroFarms, Inc.

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
24 Montrose Molders Corp Attn: Brendan Wilson 25 Howard St Piscataway, NJ 08854	Montrose Molders Corp Tel: 908-399-8461 Email: brwilson@montrosemolders.com	Trade				\$56,582.97
25 i.e. Smart Systems Attn: Matthew Key 23219 W Hardy Rd Spring, TX 77373	i.e. Smart Systems Tel: 713-557-6205 Email: mkey@iesmartsystems.com	Trade				\$54,632.72
26 HUSPRF Newark LP Attn: Frank Sapphire 345 Hudson St New York, NY 10014	HUSPRF Newark LP Tel: 646-701-5160 Email: frank.sapphire@hines.com	Trade				\$54,358.29
27 Recipe Into Reality Inc dba Chicory Attn: Jenna Smith 137 5th Ave, 5th Fl New York, NY 10010	Recipe Into Reality Inc Tel: 217-415-7678 Email: jenna@chicory.co	Trade				\$50,000.01
28 DuBois Chemicals, Inc Attn: Steven Dombrowski 3630 E Kemper Rd Cincinnati, OH 45241	DuBois Chemicals, Inc Tel: 973-713-2538 Email: steven.dombrowski@duboischemicals.com	Trade				\$49,451.29
29 Instawork Attn: Jordan Petrocci 548 Market St PMB 63152 San Francisco, CA 94104-5401	Instawork Tel: 315-535-6824 Email: jpetrocci@instawork.com	Trade				\$49,352.57

Debtor name AeroFarms, Inc.

Case No. (If known) _____

(Continuation Sheet)

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				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
30 Turatti North America Attn: Tim Lopp P.O. Box 1848 Salinas, CA 93902-9998	Turatti North America Tel: 831-383-9060 Email: Tlopp@turatti.com	Trade				\$47,365.97

Fill in this information to identify the case and this filing:

Debtor Name Pentos, LLC

United States Bankruptcy Court for the: District of Delaware
(State)

Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

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WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets–Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ *Amended Schedule _____*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☐ *Other document that requires a declaration _____*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/08/2023
MM / DD / YYYY

✕ /s/ Guy Blanchard
Signature of individual signing on behalf of debtor

Guy Blanchard
Printed name

President & CFO
Position or relationship to debtor

**CERTIFICATE OF SECRETARY OF AEROFARMS, INC.
AND AUTHORIZED OFFICER OF THE FILING SUBSIDIARIES**

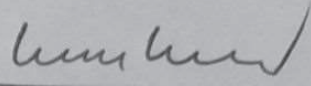
June 6, 2023

I, the undersigned, duly elected, qualified, and acting Secretary of AeroFarms, Inc. (“AeroFarms”), a corporation organized and existing under the laws of the State of Delaware, and an Authorized Officer of the companies listed on Schedule 1 and Schedule 2 (the “Filing Subsidiaries”, and collectively with AeroFarms, the “Companies”) do hereby certify solely on behalf of the Companies and not in my individual capacity, that in such capacity, I am authorized to execute this Certificate on behalf of the Companies, and further hereby certify that:

Attached hereto as Exhibit A is a true, correct, and complete copy of the resolutions duly adopted by the (i) Board of Directors of AeroFarms; (ii) the sole member and the manager of the applicable Filing Subsidiary on Schedule 1; or (iii) the manager of the applicable Filing Subsidiary on Schedule 2 on the date hereof, and that such resolutions (a) have not been amended, rescinded, or modified since their adoption and remain in full force and effect as of the date hereof and (b) were adopted in accordance with the provisions of applicable law and each Company’s organizational documents.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first set forth above.

By: _____



Name: Guy Blanchard

Title: Secretary & Authorized Officer

**OMNIBUS RESOLUTIONS
OF THE BOARD OF DIRECTORS OF AEROFARMS, INC.,
THE SOLE MEMBER AND THE MANAGER,
AND THE MANAGER OF EACH OF THE FILING SUBSIDIARIES**

Dated: June 6, 2023

Whereas the (i) members of the Board of Directors of AeroFarms Inc., a Delaware corporation (“AeroFarms”), (ii) the sole member and the manager of the companies listed on Schedule 1 attached hereto, and (iii) the manager of the companies listed on Schedule 2 hereto (the companies in clauses (ii) and (iii) each, a “Filing Subsidiary” and collectively, the “Filing Subsidiaries” and, together with AeroFarms, the “Companies” and each a “Company”) (each governing body in clauses (i)-(iii), a “Board”) hereby take the following actions and adopts the following resolutions that were unanimously approved by the Board of each Company, pursuant to each Company’s bylaws or limited liability company agreement, as applicable, and the respective laws of the state of formation of each Company, at a meeting held on June 6, 2023.

Chapter 11 Filing

WHEREAS, each Board has surveyed potential restructuring options for such Company and considered presentations by the management of and the advisors to such Company regarding the assets, liabilities and short- and long-term liquidity situation of such Company, the consequences of the pending litigation on such Company’s liquidity and the impact of the foregoing on such Company’s business, prospects and enterprise value;

WHEREAS, each Board had the opportunity to consult with and ask questions of the management, the legal and financial advisors and other consultants to such Company, and has fully considered each of the strategic alternatives available to such Company;

WHEREAS, in the business judgment of each Board it is desirable and in the best interests of each Company, its creditors, its stakeholders and other parties in interest to authorize the Company to enter into one or more restructuring transactions (collectively, the “Restructuring Transactions”), including, among other things, a recapitalization of the Company or sale of all or substantially all of the Company’s assets under title 11 the United States Code (the “Bankruptcy Code”), and to file or enter into other related pleadings and documents; and

WHEREAS, in furtherance of the Restructuring Transactions and after being fully informed, and after careful consideration and deliberation, in the judgment of the Board, after consulting with the management, legal and financial advisors of, and other consultants to, the Company, it is desirable and in the best interests of the Company, its creditors, its equity holders and other parties in interest, that the Company file or cause to be filed forthwith a voluntary petition for relief (such voluntary petition commencing a “Chapter 11 Case”) under the Bankruptcy Code; and

WHEREAS, AeroFarms, Inc., Just Greens, LLC, AeroFarms LLC, AeroFarms 8, LLC, AeroFarms Ferry, LLC, AeroFarms International Holdings, LLC, AeroFarms Danville, LLC, AeroFarms Danville Leasing, LLC, AeroFarms Danville Real Estate, LLC, Oasis Development,

LLC, and Pentos, LLC (collectively, the “Borrowers” and each, a “Borrower”), and each of the lenders (the “DIP Lenders”) identified in that certain DIP Term Sheet dated as of June 5, 2023, as may be amended, restated, supplemented, waived or otherwise modified from time to time (the “DIP Term Sheet”) propose to enter into the DIP Term Sheet; and

WHEREAS, the obligation of the DIP Lenders to make DIP Loans (as defined in the DIP Term Sheet) to the Borrowers under the DIP Term Sheet and the other Documentation (as defined in the DIP Term Sheet) is subject to each Borrower having satisfied certain conditions described in the DIP Term Sheet; and

WHEREAS, the Borrowers have requested that the DIP Lenders provide a senior secured, superpriority multi-draw debtor-in-possession term loan facility in an aggregate principal amount of \$10,000,000 pursuant to the terms and conditions set forth in the DIP Term Sheet (the “DIP Facility”); and

WHEREAS, each Company will receive benefits from the DIP Loans (as defined in the DIP Term Sheet) and other extension of credit made by the DIP Lenders to the Borrowers under the DIP Term Sheet and the Documentation, which are necessary and convenient to the conduct, promotion and attainment of the business of such Company.

NOW, THEREFORE, IT IS

RESOLVED, that each Company shall be, and hereby is, authorized to file or cause to be filed forthwith a Chapter 11 Case under the provisions of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”); and it is further

RESOLVED, that any authorized officer (or their designees and delegates) of each Company (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and hereby are, authorized, empowered and directed to execute and file on behalf of each Company all petitions, schedules, lists, motions, certificates, declarations, papers and documents, and to take any and all action that any one or more deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Company’s business or to successfully prosecute the Chapter 11 Case; and it is further

RESOLVED, that the Authorized Officers are hereby authorized and empowered, in the name of and on behalf of each Company, to take actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform and cause the performance of any agreements, certificates, instruments, petitions, motions or other papers or documents in furtherance of the Restructuring Transactions to which each Company is or will be a party, including but not limited to, any asset or stock purchase agreement, chapter 11 plan, disclosure statement, and all exhibits and/or ancillary documents related thereto (collectively, the “Restructuring Documents”); and it is further

Retention of Professionals

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of DLA Piper LLP (US) (“DLA Piper”), as general bankruptcy

counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations, including filing any motions, objections, replies, applications or pleadings; and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of DLA Piper; and it is further

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Cloudpoint Capital LLC, as investment banker to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed, in the name of and on behalf of each Company, to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of Cloudpoint Capital LLC; and it is further

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of ICR, LLC, to provide communications consulting services to assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed, in the name of and on behalf of each Company, to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of ICR, LLC; and it is further

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Omni Agent Solutions, as notice and claims agent as well as administrative, solicitation and balloting agent to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed, in the name of and on behalf of each Company, to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed appropriate applications for authority to retain the services of Omni Agent Solutions; and it is further

RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals that are reasonably necessary to assist each Company in carrying out its duties under the Bankruptcy Code and to advance each Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed, in the name of and on behalf of each Company, to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed appropriate applications, to the extent necessary, for authority to retain the services of any such additional professionals; and it is further

DIP Financing

RESOLVED, that each Board has determined that is advisable and in the best interests of such Company, as applicable, to enter into that certain DIP Term Sheet with the DIP Lenders identified therein, and such DIP Term Sheet is hereby adopted and approved, and the transactions

contemplated therein are hereby approved, and the execution and delivery of the DIP Term Sheet and Documentation by any Authorized Officers in the name of and on behalf of such Company is hereby authorized and approved, with such changes as any Authorized Officers executing the same shall approve, the execution of such agreement by any such Authorized Officer to be conclusive evidence of such approval; and it is further

RESOLVED, that the Authorized Officers are hereby authorized and instructed to make such arrangements as they deem necessary or proper for each Company to use existing “Cash Collateral” as that term is defined in section 363(a) of the Bankruptcy Code or use additional funds under the DIP Facility pursuant to the DIP Term Sheet as a debtor in possession in the Chapter 11 Case, and that such Authorized Officers are hereby authorized and instructed, on behalf of and in the name of such Company, to provide certain adequate protection to the prepetition secured parties identified in the DIP Term Sheet, upon the terms set forth in the DIP Term Sheet and as documented in a proposed DIP and Cash Collateral Order to be submitted for approval to the Bankruptcy Court, and to provide guaranties to and undertake any and all related financial transactions with the prepetition secured lender on such terms as may be approved by any one or more of the Authorized Officers, as reasonably necessary for the continuing conduct of the affairs of such Company; and it is further

Restructuring Transaction

RESOLVED, that each Company shall be, and hereby is, authorized to pursue and implement a Restructuring Transaction following the date hereof and as may be further approved, modified, or amended by one or more of the Authorized Officers in its reasonable judgment and in consultation with the Company’s professionals; and it is further

RESOLVED, that each Company, and the Authorized Officers, shall be, and each of them hereby is, authorized to execute, deliver, and perform its obligations under one or more purchase agreements, license agreements, or other transactions agreements and all associated agreements, schedules, certificates, instruments, guaranties, notices, and other documents implementing a Restructuring Transaction, as may be deemed necessary or desirable by any of the Authorized Officers; and it is further

RESOLVED, that each Company shall be, and hereby is, authorized to file or cause to be filed a motion seeking approval of a Restructuring Transaction, subject to such modifications thereto as such Authorized Officer may deem necessary or advisable in order to give effect to and carry out the general purposes of such Restructuring Transaction, including (i) bidding procedures, a stalking horse purchaser and the payment of certain fees (including expense reimbursement and breakup fees) to the stalking horse purchaser; (ii) a plan of reorganization or liquidation, associated disclosure statement, to the extent applicable, and all other related documents, and consummate, and perform under, the transactions contemplated therein and/or (iii) to dismiss or close such Company’s Bankruptcy Case and execute all related documents as may be reasonably necessary or desirable in the best interests of the Company and its stakeholders; and it is further

General

RESOLVED, that each Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of such Company, or hereby waive any right to have received such notice; and it is further

RESOLVED, that the Authorized Officers are authorized and directed, in the name of and on behalf of each Company, under each Company's corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of each Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such Authorized Officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Company's Chapter 11 Case, the taking of any such action or execution of any such documents and/or agreements to constitute conclusive evidence and the exercise of such discretionary authority; and it is further

RESOLVED, that any act or acts of each Company and/or its officers, directors or of any person or persons designated and authorized to act by an officer of such Company, which act or acts would have been authorized by the foregoing resolutions except that such act or acts were taken prior to the adoption of such resolutions, be, and they hereby are, ratified, confirmed, authorized, approved and adopted in all respects and for all purposes as acts in the name and on behalf of such Company.

SCHEDULE 1

	Company	Jurisdiction
1.	Just Greens, LLC	Delaware
2.	AeroFarms 8, LLC	New Jersey
3.	AeroFarms Ferry, LLC	New Jersey
4.	AeroFarms LLC	Delaware
5.	AeroFarms International Holdings, LLC	Delaware
6.	AeroFarms Danville, LLC	Virginia
7.	AeroFarms Danville Real Estate, LLC	Virginia
8.	AeroFarms Danville Leasing, LLC	Virginia
9.	212 Rome Fund Manager LLC	Delaware
10.	Oasis Development, LLC	Delaware
11.	Pentos, LLC	New Jersey

SCHEDULE 2

	Company	Jurisdiction
1.	VEGS1 QALICB, LLC	Delaware
2.	VEGS1 Leveraged Lender, LLC	Delaware
3.	VEGS2 QALICB, LLC	Delaware